

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W. R. GRACE & CO., <u>et al.</u> ,)	
)	Case No. 01-01139 (JKF)
Debtors.)	(Jointly Administered)
)	Ref. Nos.: 26154, 26155

NOTICE OF APPEAL

PLEASE TAKE NOTICE that certain lenders under the Prepetition Bank Credit Facilities¹ (the “Bank Lender Group”),² by their undersigned counsel, hereby appeal from the following opinion and order of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered in the above-captioned cases on the 31st day of January, 2011:

<u>Docket Number</u>	<u>Title</u>
26154	Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law (the “ <u>Memorandum Opinion</u> ”)

¹ The Prepetition Bank Credit Facilities include (i) that certain Credit Agreement, dated May 14, 1998, among the W.R. Grace & Co. (the “Company”), W.R. Grace & Co.-Conn, The Chase Manhattan Bank, as Administrative Agent, Chase Securities Inc., as arranger, and certain Banks party thereto (the “1998 Credit Agreement”), and (ii) that certain 364-Day Credit Agreement, dated May 5, 1999, among the Company, W.R. Grace & Co.-Conn, Bank of America National Trust Savings Assoc., as documentation agent, The Chase Manhattan Bank, as administrative agent, Chase Securities Inc., as book manager, and certain Banks party thereto (as amended, the “1999 Credit Agreement”, together with the 1998 Credit Agreement, the “Credit Agreements”). The Administrative Agent under the Credit Agreements submitted proofs of claim nos. 9159 and 9168 dated March 27, 2003 for amounts owed on account of the Credit Agreements.

² The Bank Lender Group includes (i) Anchorage Advisors, LLC; (ii) Archer Capital Management, L.P.; (iii) Babson Capital Management LLC; (iv) Bank of America, N.A.; (v) Bass Companies; (vi) Caspian Capital Advisors, LLC; (vii) Catalyst Investment Management Co., LLC; (viii) Farallon Capital Management LLC; (ix) Halcyon Asset Management LLC; (x) Intermarket Corp.; (xi) JP Morgan Chase, N.A. Credit Trading Group; (xii) Loeb Partners Corporation; (xiii) MSD Capital, L.P.; (xiv) Normandy Hill Capital, L.P.; (xv) Onex Debt Opportunity Fund Ltd.; (xvi) P. Schoenfeld Asset Management, LLC; (xvii) Restoration Capital Management, LLC; and (xviii) Royal Bank of Scotland, PLC; (xix) Visium Asset Management, L.P.; and (xx) York Capital Management Global Advisors LLC.

26155 Recommended Findings of Fact, Conclusions of Law and Order
Regarding Confirmation of First Amended Joint Plan of Reorganization as
Modified Through December 23, 2010 (the "Recommended Findings and
Conclusions")

Copies of each of the Memorandum Opinion and Recommended Findings and
Conclusions are attached hereto respectively as Exhibits A and B.

The names of all parties to the opinion and order being appealed and the names,
addresses, and telephone numbers of their respective attorneys are as follows:

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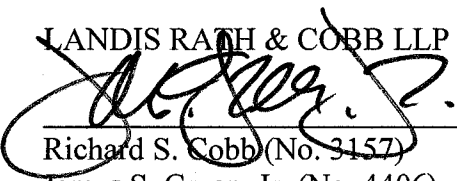
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